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December 15, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
The Capitol, Room 2002
Tallahassee, Florida 32301

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****122.50 *****78.75

In RE: Incorporation of WEGSCHEID ENTERPRISES, INC.

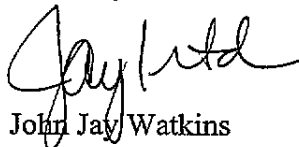
Dear Ladies and Gentlemen:

Enclosed herewith please find the original and one copy of the duly executed Articles Of Incorporation for the above corporation, together with my check for the incorporation fee and one certified copy.

Please file the Articles Of Incorporation and return a certified copy to me in the enclosed collect Federal Express package.

Thank you for your assistance in this matter.

Sincerely,


John Jay Watkins

enclosures

SIGNED IN HIS ABSENCE
TO AVOID DELAY

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

WEGSCHEID ENTERPRISES, INC.

ARTICLE I: CORPORATE NAME. The name of this corporation is
WEGSCHEID ENTERPRISES, INC.

ARTICLE II: NATURE OF BUSINESS AND POWERS. The general nature
of the business to be transacted by this corporation is to engage in any and
all business permitted under the laws of the State of Florida.

ARTICLE III: CAPITAL STOCK. The maximum number of shares of stock
that this corporation is authorized to issue and have outstanding at any one
time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV: TERM OF EXISTENCE. This corporation shall have
perpetual existence, commencing upon the filing of these Articles.

ARTICLE V: REGISTERED AGENT AND INITIAL REGISTERED OFFICE.
The Registered Agent and the street address of the Initial Registered Office
of this corporation in the State of Florida shall be: John Jay Watkins, 150
South Main Street, Post Office Box 250, LaBelle, Florida, 33975. The Board
Of Directors from time to time may move the registered office to any other
address in the State of Florida.

ARTICLE VI: BOARD OF DIRECTORS. The corporation shall have one (1)
directors initially. The number of directors may be increased or diminished
from time to time by By-Laws adopted by the stockholders, but shall never be
less than one.

ARTICLE VII: INITIAL DIRECTOR. The name and street address of the
initial director is:

Patricia Wegscheid, 3840 Crescent Ave. SW, LaBelle, FL 33935

ARTICLE VIII: INCORPORATOR. The name and street address of the
person signing these Articles Of Incorporation as the Incorporator is: John
Jay Watkins, 150 South Main Street, Post Office Box 250, LaBelle, Florida,
33975.

ARTICLE IX: AMENDMENT. These Articles of Incorporation may be
amended in the manner provided by law. Every amendment shall be
approved by the Board of Directors, proposed by them to the stockholders and

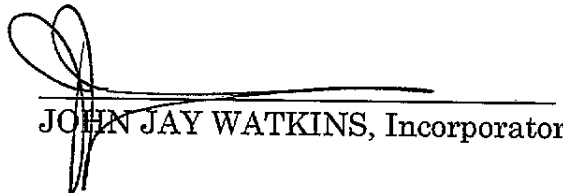
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TALLAHASSEE, FLORIDA

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approved at a stockholders's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of this Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS. All shareholders shall be entitled to preemptive rights.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation this 15th day of December, 1998.


JOHN JAY WATKINS, Incorporator

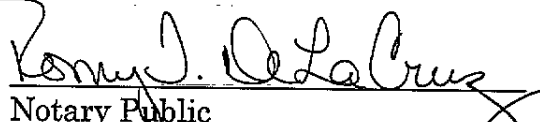
STATE OF FLORIDA
COUNTY OF HENDRY

BEFORE ME, the undersigned authority, personally appeared JOHN JAY WATKINS, who is personally known to me, and who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

Date: December 15, 1998

(notary seal)




Notary Public
My commission expires:

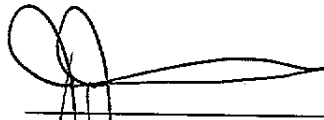
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

That WEGSCHEID ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office located at 3840 Crescent Ave. SW, P.O. Box 340, LaBelle, County of Hendry, Florida, 33975, has named JOHN JAY WATKINS, located at 150 South Main Street, LaBelle, County of Hendry, Florida, 33935, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: 12-15-98



JOHN JAY WATKINS
Registered Agent

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